

CARIBBEAN INTERNATIONAL HOLDINGS INC
BALANCE SHEET
MARCH 31, 2013

ASSETS:

CURRENT ASSETS:

CASH ON HAND AND IN BANK	\$13,542
INVESTMENT IN STEM CELL BUSINESS	88,464
INVESTMENT IN CASINO EQUIPMENT	72,000

TOTAL CURRENT ASSETS	<u>174,006</u>
----------------------	----------------

OTHER ASSETS:

SLOT MACHINE LICENSES:	\$	53,091	
LESS: ACCUMULATED AMORTIZATION		<u>12,921</u>	40,170

TOTAL OTHER ASSETS

TOTAL ASSETS	<u><u>\$214,176</u></u>
---------------------	-------------------------

CARIBBEAN INTERNATIONAL HOLDINGS INC
BALANCE SHEET
MARCH 31, 2013

LIABILITIES AND STOCKHOLDER EQUITY:

CURRENT LIABILITIES

NOTE PAYABLE	\$68,500
--------------	----------

STOCKHOLDER'S EQUITY:

SERIES A CONVERTIBLE PREFERRED STOCK, 5,333 SHARES AUTHORIZED WITH A PAR VALUE OF \$0.001; 5,333 SHARES ISSUED AND OUTSTANDING	5
--	---

SERIES A-1 CONVERTIBLE PREFERRED STOCK, 500,000 SHARES AUTHORIZED WITH A PAR VALUE OF \$0.001; 5000,000 SHARES ISSUED AND OUTSTANDING	500
---	-----

SERIES B PREFERRED STOCK, 5 SHARES AUTHORIZED WITH A PAR VALUE OF \$0.001; 5 SHARES ISSUED AND OUTSTANDING	0
--	---

SERIES B-1 CONVERTIBLE PREFERRED STOCK, 500,000 SHARES AUTHORIZED WITH A PAR VALUE OF \$0.001; 475,000 SHARES ISSUED AND OUTSTANDING	475
--	-----

COMMON STOCK, 975,000,000 SHARES ISSUED AUTHORIZED WITH A PAR VALUE OF \$0.035; 10,766,684 SHARES ISSUED AND OUTSTANDING	376,831
--	---------

ADDITIONAL PAID IN CAPITAL	4,089,015
----------------------------	-----------

RETAINED DEFECIT	<u>(4,321,150)</u>
------------------	--------------------

TOTAL STOCKHODER'S EQUITY	145,676
----------------------------------	---------

TOTAL LIABILITIES AND STOKHOLDER'S EQUITY	<u><u>\$214,176</u></u>
--	-------------------------

CARIBBEAN INTERNATIONAL HOLDINGS INC
PROFIT AND LOSS STATEMENT
FOR THE THREE MONTHS ENDED MARCH 31, 2013

INCOME: \$0

OPERATING EXPENSES:

GENERAL AND ADMINISTRATIVE EXPENSES	\$53,778
EXPENSES DISCONTINUED OPERATIONS	80,683
PORFESSIONAL FEES & EXPENSES	23,081
AMORTIZATION EXPENSES	<u>1,327</u>

TOTAL EXPENSES 158,869

NET PROFIT OR LOSS FOR THE PERIOD (\$158,869)

CARIBBEAN INTERNATIONAL HOLDINGS INC
STATEMENT OF CASH FLOW
FOR THE THREE MONTHS ENDED MARCH 31, 2013

OPERATING ACTIVITIES:

NET INCOME (LOSS) FOR THE PERIOD	(\$158,869)
-----------------------------------	-------------

NON CASH ITEMS

AMORTIZATION	1,327
--------------	-------

NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>(157,542)</u>
--	------------------

INVESTING ACTIVITIES:

SLOT MACHINE LICENSES	5,250
-----------------------	-------

INVESTMENT IN STEM CELL BUSINESS	38,464
----------------------------------	--------

CASH OUTLAY FOR THE PERIOD	<u>(201,256)</u>
-----------------------------------	------------------

FINANCING ACTIVITIES:

RECEIPT OF NOTE PAYMENT SALE OF CASINO	100,000
--	---------

NET CASH DECREASE FOR PERIOD	<u>101,256</u>
------------------------------	----------------

CASH AT BEGINNING OF PERIOD	114,798
-----------------------------	---------

CASH AT END OF PERIOD	<u><u>\$13,542</u></u>
------------------------------	------------------------

CARIBBEAN INTERNATIONAL HOLDINGS INC
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 2013

CONVERTIBLE PREFERRED STOCK - SERIES A

BALANCE AT JANUARY 1, 2013	\$	5
PAR VALUE OF SHARES ISSUED:		
SHARES ISSUED TO INVESTORS		
SHARES ISSUED FOR SERVICES		
		<hr/>
BALANCE AT MARCH 31, 2013	\$	<u>5</u>

CONVERTIBLE PREFERRED STOCK - SERIES A-1

BALANCE AT JANUARY 1, 2013	\$	450
PAR VALUE OF SHARES ISSUED:		
SHARES ISSUED TO INVESTORS		
SHARES ISSUED FOR SERVICE		
		<hr/>
BALANCE AT MARCH 31, 2013	\$	<u>450</u>

CONVERTIBLE PREFERRED STOCK - SERIES B

BALANCE AT JANUARY 1, 2013	\$	-
PAR VALUE OF SHARES ISSUED:		
SHARES ISSUED TO INVESTORS		
SHARES ISSUED FOR SERVICES		
		<hr/>
BALANCE AT MARCH 31, 2013	\$	<u>-</u>

CONVERTIBLE PREFERRED STOCK - SERIES B-1

BALANCE AT JANUARY 1, 2013	\$	475
PAR VALUE OF SHARES ISSUED:		
SHARES ISSUED TO INVESTORS		
TO CORRECT MERGER SHARES		
		<hr/>
BALANCE AT MARCH 31, 2013	\$	<u>475</u>

COMMON STOCK

BALANCE AT JANUARY 1, 2013	\$	376,831
PAR VALUE OF SHARES ISSUED:		
SHARES ISSUED TO INVESTORS		
SHARES ISSUED FOR SERVICES		
		<hr/>
BALANCE AT MARCH 31, 2013	\$	<u>376,831</u>

CARIBBEAN INTERNATIONAL HOLDINGS INC
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 2013

ADDITIONAL PAID IN CAPITAL	
BALANCE AT JANUARY 1, 2013	\$ 4,089,015
SHARES ISSUED TO INVESTORS	
SHARES ISSUED FOR SERVICES	
	<hr/>
BALANCE AT MARCH 31, 2013	<u><u>\$ 4,089,015</u></u>
RETAINED EARNINGS	
BALANCE AT JANUARY 1, 2013	\$ (4,162,281)
NET INCOME FOR THE YEAR ENDED	
	<hr/>
BALANCE AT MARCH 31, 2013	<u><u>(\$4,321,150)</u></u>

CARIBBEAN INTERNATIONAL HOLDINGS INC
NOTES TO THE FINANCIAL STATEMENT
MARCH 31, 2013

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

NATURE OF BUSINESS: The Company was incorporated in 2009 under the laws of the State of Florida. The Company did operate a gaming casino, located in the city of Sousa, in the Dominican Republic. This operation was sold on November 15, 2012 for \$725,000, with \$225,000 being paid toward rent, and this resulted in a major write off of business assets in the Dominican Republic. On January 17, 2013 the Company effected and the Financial Industry Regulatory Authority, Inc. (FINRA) approved a 35 to 1 reverse stock split of the Company's common stock, and its change of name from Caribbean Casino & Gaming Corp. to Caribbean International Holdings, Inc.

BASIS OF ACCOUNTING: These financial statements have been prepared under the cash method of accounting.

REVENUE RECOGNITION: The Company recognizes revenue under the cash method of accounting.

INCOME TAXES: There has been no provision for income tax expenses as the Company is currently operating at a loss and has no income tax liability.

PROPERTY AND EQUIPMENT: Property and equipment are stated at cost. Depreciation is computed over the estimated useful lives of the assets using the straight-line method. The estimated useful lives range from 3 to 10 years.

Expenditures for additions are capitalized and expenditures for maintenance and repairs are charged to income as incurred.

OTHER ASSETS: Other assets are stated at cost. Amortization is computed over the United States Tax Guidelines, for intangible assets. The guideline life is 15 years. Amortization expense for the three months ended March 31, 2013 was \$1,327 and is included in operationd expenses.

NOTE B - CASH

Cash consists of demand deposits with banking institutions, and cash held by the Casino for operations. At December 31, 2012 the Company did not have any funds in excess of \$250,000 federally insured limit.

NOTE C - SLOT MACHINE IMPORT/EXPORT LICENSES

In the 4th Quarter of 2010 the Corporation secured from the Government of the Dominican Republic to import and export slot machines. This license was not included in the sale on November 15, 2012.

CARIBBEAN INTERNATIONAL HOLDINGS INC
NOTES TO THE FINANCIAL STATEMENT
MARCH 31, 2013

NOTE D - NOTE PAYABLE

On July 1, 2012 the Company entered into a Promissory Note for \$68,500 with Walter K. Bennett payable on July 1, 2013. This note was issued with not interest, and convertible at \$00.001 per share.

NOTE E - CONVERTIBLE PREFERRED STOCK

Series A Convertible Preferred Stock consists of 5,333 shares. The Series A Convertible Preferred stock, shall be senior to the common stock and is designated at 5,333 shares Series A and 500,000 shares Series A-1. Series A Convertible Preferred Stock shall be convertible at the option of the holders, into 18 shares of fully paid and non-assessable shares of Common Stock. The Series A-1, is only convertible upon the closing of equity and/or debt financing, which is equal to or greater than \$5,000,000, and automatically upon a Qualified Public Offering. The convertible shares shall convert to that number of fully paid and non-assessable shares of Common Stock which together with the Common Stock held by the owner of the Series A-1 Preferred stock constitutes fifty-five percent (55%) of the outstanding Common Stock on a fully diluted basis.

Series B Convertible Preferred Stock consists of 500,005 shares. The Series B Convertible Preferred stock, shall be senior to the common stock and is designated as 5 shares Series B and 500,000 shares Series B-1. Series B Convertible Preferred Stock shall be convertible at the option of the holders, into 2 shares of fully paid and non-assessable shares of Common Stock. The Series B-1, is only convertible upon the closing of equity and/or debt financing, with is equal to or greater than \$500,000, and automatically upon a Qualified Public Offering. The convertible shares shall convert to that number of fully paid and non-assessable shares of Common Stock which together with the Common Stock held by the owners of the Series B-1 Preferred stock constitutes ten percent (10%) of the outstanding Common Stock on a fully diluted basis.